



HEALTH QUARTERLY STATEMENT  
AS OF MARCH 31, 2011  
OF THE CONDITION AND AFFAIRS OF THE  
UnitedHealthcare of the Great Lakes Health Plan, Inc.

NAIC Group Code 0707 0707 NAIC Company Code 95467 Employer's ID Number 38-3204052  
(Current) (Prior)

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized 01/11/1994 Commenced Business 10/11/1994

Statutory Home Office 26957 Northwestern Highway, Suite 400, Southfield , MI 48033  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 26957 Northwestern Highway, Suite 400  
(Street and Number)  
Southfield , MI 48033, 800-903-5253  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 26957 Northwestern Highway, Suite 400, Southfield , MI 48033  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 26957 Northwestern Highway, Suite 400  
(Street and Number)  
Southfield , MI 48033, 248-331-4284  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.glhp.com

Statutory Statement Contact David Keith Livingston, 248-331-4269  
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OFFICERS

President	<u>David Keith Livingston</u>	Treasurer	<u>Robert Worth Oberrender</u>
Secretary	<u>Eric Jacob Wexler</u>	Chief Financial Officer	<u>Guy Steven Gauthier</u>

OTHER

<u>Lisa Ann Gray</u>	<u>Chief Operating Officer</u>	<u>Rachel Veronica Godwin</u>	<u>VP Health Services</u>
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DIRECTORS OR TRUSTEES

<u>James Daniel Donovan Jr.</u>	<u>Chris Alan Scherer</u>	<u>William Everett Ralston</u>
<u>John Joseph Kaelin</u>	<u>Laura Ann Spicer</u>	

State of Michigan SS:  
County of \_\_\_\_\_

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

<u>David Keith Livingston</u> President	<u>Eric Jacob Wexler</u> Secretary	<u>Guy Steven Gauthier</u> Chief Financial Officer
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Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_

a. Is this an original filing? ..... Yes [ X ] No [ ]  
b. If no,  
1. State the amendment number.....  
2. Date filed .....  
3. Number of pages attached.....

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	42,349,070		42,349,070	41,826,286
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....	0		0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....3,127,974 ), cash equivalents (\$ .....6,059,994 ) and short-term investments (\$ .....88,844,669 ) .....	98,032,637		98,032,637	109,209,018
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....			0	0
9. Receivables for securities .....	0		0	0
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	140,381,707	0	140,381,707	151,035,304
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	698,407		698,407	640,449
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	0		0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....	228,895		228,895	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	0		0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	2,303,821		2,303,821	1,075,346
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0		0	1,124,066
18.2 Net deferred tax asset .....	635,535	0	635,535	675,943
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ .....5,011,762 ) and other amounts receivable .....	5,038,918	27,156	5,011,762	5,084,216
25. Aggregate write-ins for other than invested assets .....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	149,287,283	27,156	149,260,127	159,635,325
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	149,287,283	27,156	149,260,127	159,635,325
DETAILS OF WRITE-INS				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....	0	0	0	0
2501. ....				
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 690,948 reinsurance ceded) .....	62,367,150		62,367,150	77,932,419
2. Accrued medical incentive pool and bonus amounts .....	1,729,847		1,729,847	1,195,824
3. Unpaid claims adjustment expenses .....	945,819		945,819	935,262
4. Aggregate health policy reserves .....	0		0	129,695
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....	0		0	23,573
9. General expenses due or accrued .....	3,061,947		3,061,947	276,723
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses)) .....	3,162,085		3,162,085	0
10.2 Net deferred tax liability .....	0		0	0
11. Ceded reinsurance premiums payable .....	0		0	0
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	3,470,322		3,470,322	10,562,491
16. Derivatives .....			0	0
17. Payable for securities .....	0		0	1,340,066
18. Payable for securities lending .....			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers) .....			0	0
20. Reinsurance in unauthorized companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....	0		0	0
23. Aggregate write-ins for other liabilities (including \$ current) .....	41,130	0	41,130	37,435
24. Total liabilities (Lines 1 to 23) .....	74,778,301	0	74,778,301	92,433,488
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX		
27. Preferred capital stock .....	XXX	XXX		
28. Gross paid in and contributed surplus .....	XXX	XXX	47,003,392	47,003,392
29. Surplus notes .....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	27,478,434	20,198,445
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$ ) .....	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$ ) .....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	74,481,826	67,201,837
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	149,260,127	159,635,325
DETAILS OF WRITE-INS				
2301. Escheat funds .....	41,130		41,130	37,435
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	41,130	0	41,130	37,435
2501. ....	XXX	XXX		
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	XXX	XXX	0	0
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above) .....	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	XXX	720,692	646,986	2,722,965
2. Net premium income ( including \$ ..... non-health premium income).....	XXX	215,774,317	197,087,131	800,242,736
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	358,590		(88,286)
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX			0
5. Risk revenue .....	XXX			0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	216,132,907	197,087,131	800,154,450
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		138,096,978	133,769,852	540,399,702
10. Other professional services .....		2,926,664	1,077,755	13,398,398
11. Outside referrals .....				0
12. Emergency room and out-of-area .....		7,862,744	6,938,866	31,721,649
13. Prescription drugs .....		19,528,284	20,368,737	78,893,095
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....		1,948,528	1,495,110	4,362,920
16. Subtotal (Lines 9 to 15) .....	0	170,363,198	163,650,320	668,775,764
<b>Less:</b>				
17. Net reinsurance recoveries .....		519,883	357,980	440,675
18. Total hospital and medical (Lines 16 minus 17) .....	0	169,843,315	163,292,340	668,335,090
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$ .....8,031,156 cost containment expenses .....		8,956,540	2,645,525	33,083,874
21. General administrative expenses .....		27,313,831	29,373,401	95,403,114
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....				0
23. Total underwriting deductions (Lines 18 through 22).....	0	206,113,686	195,311,266	796,822,078
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	10,019,221	1,775,865	3,332,373
25. Net investment income earned .....		324,753	274,478	1,154,155
26. Net realized capital gains (losses) less capital gains tax of \$ .....52,193 .....		97,612	55,085	98,358
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	422,365	329,563	1,252,513
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )].....				
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	10,441,586	2,105,428	4,584,886
31. Federal and foreign income taxes incurred .....	XXX	3,121,958	1,299,965	1,242,712
32. Net income (loss) (Lines 30 minus 31) .....	XXX	7,319,628	805,463	3,342,174
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX			
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....	XXX	0	0	0
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....	0	0	0	0
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above) .....	0	0	0	0



STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	67,201,837	40,077,299	40,077,299
34. Net income or (loss) from Line 32 .....	7,319,628	805,463	3,342,174
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....			
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....	(40,408)	(164,220)	(101,113)
39. Change in nonadmitted assets .....	769	354,517	425,356
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in .....	0	0	25,000,000
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....			
47. Aggregate write-ins for gains or (losses) in surplus .....	0	(1,541,879)	(1,541,879)
48. Net change in capital & surplus (Lines 34 to 47) .....	7,279,989	(546,119)	27,124,538
49. Capital and surplus end of reporting period (Line 33 plus 48)	74,481,826	39,531,180	67,201,837
<b>DETAILS OF WRITE-INS</b>			
4701. 2009 tax true up correction of error .....		(1,067,232)	(1,067,232)
4702. 2008 MBT true up correction of error .....		(474,647)	(474,647)
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	(1,541,879)	(1,541,879)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	215,750,744	197,041,368	800,266,308
2. Net investment income .....	435,071	330,043	1,078,584
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	216,185,815	197,371,412	801,344,893
5. Benefit and loss related payments .....	184,801,338	165,089,602	647,956,345
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	34,738,807	11,026,045	130,062,184
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	(1,112,000)	(4,550,118)	(3,480,799)
10. Total (Lines 5 through 9) .....	218,428,144	171,565,530	774,537,730
11. Net cash from operations (Line 4 minus Line 10) .....	(2,242,330)	25,805,882	26,807,163
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	6,256,265	1,866,029	5,588,543
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	168,629	1,340,066
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	6,256,265	2,034,658	6,928,609
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	6,761,776	2,192,598	22,143,708
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	1,340,066	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	8,101,842	2,192,598	22,143,708
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(1,845,577)	(157,940)	(15,215,099)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	25,000,000
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied) .....	(7,088,474)	23,191,093	4,512,237
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(7,088,474)	23,191,093	29,512,237
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(11,176,381)	48,839,035	41,104,301
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	109,209,018	68,104,717	68,104,717
19.2 End of period (Line 18 plus Line 19.1)	98,032,637	116,943,752	109,209,018

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	236,177	0	0	0	0	0	0	1,874	234,303	0
2. First Quarter .....	239,988							2,194	237,794	
3. Second Quarter .....	0									
4. Third Quarter .....	0									
5. Current Year	0									
6. Current Year Member Months	720,692							5,563	715,129	
Total Member Ambulatory Encounters for Period:										
7 Physician .....	456,829							7,329	449,500	
8. Non-Physician .....	208,126							3,225	204,901	
9. Total	664,955	0	0	0	0	0	0	10,554	654,401	0
10. Hospital Patient Days Incurred	28,656							1,292	27,364	
11. Number of Inpatient Admissions	6,555							193	6,362	
12. Health Premiums Written (a) .....	216,233,673							6,863,284	209,370,389	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	216,592,263							7,221,874	209,370,389	
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services.....	185,928,467							3,844,606	182,083,861	
18. Amount Incurred for Provision of Health Care Services	170,363,198							2,861,832	167,501,366	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 6,863,284

## CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....	995,337	2,865,955	553,967	1,593,193	1,549,304	3,129,934
7. Title XIX - Medicaid .....	40,063,220	139,802,072	2,995,595	57,224,394	43,058,815	74,802,485
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	41,058,557	142,668,027	3,549,562	58,817,587	44,608,119	77,932,419
10. Healthcare receivables (a) .....	133,527	463,480	11,585	191,960	145,112	0
11. Other non-health .....			0		0	0
12. Medical incentive pools and bonus amounts .....	325,989	1,622,539	24,726	1,705,122	350,715	1,195,824
13. Totals (Lines 9-10+11+12)	41,251,019	143,827,086	3,562,703	60,330,749	44,813,722	79,128,243

(a) Excludes \$ loans or advances to providers not yet expensed.

## **NOTES TO FINANCIAL STATEMENTS**

### **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **A. Accounting Practices**

The financial statements of UnitedHealthcare of the Great Lakes Health Plan, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Office of Financial and Insurance Regulation of the State of Michigan (“OFIR”).

The OFIR recognizes only statutory accounting practices prescribed or permitted by the OFIR for determining and reporting the financial condition and results of operations of an HMO and for determining its solvency under Michigan insurance law. OFIR prescribes the use of the National Association of Insurance Commissioners’ (NAIC) *Accounting Practices and Procedures Manual* — (NAIC SAP) in effect for the accounting periods covered in the financial statements. No significant differences exist between the statutory practices prescribed or permitted by the OFIR and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

### **2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS**

No significant change.

### **3. BUSINESS COMBINATIONS AND GOODWILL**

No significant change.

### **4. DISCONTINUED OPERATIONS**

No significant change.

### **5. INVESTMENTS**

A. No significant change.

B. No significant change.

C. No significant change.

D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not have other-than-temporary impairments on mortgage-type investments as of March 31, 2011.
- 3) The Company has no mortgage-type investments with other-than-temporary impairments to report as of March 31, 2011.

- 4) The table below represents impaired Mortgages, Collateralized Mortgage Obligations and Asset Back Securities – Structured Assets Only for which an other-than-temporary impairment has not been recognized in earnings as of March 31, 2011 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total Unrealized	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Fixed Income-Mortgage	3,540,322	(33,601)	-	-	3,540,322	(33,601)

- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of March 31, 2011 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

E. No significant change.

F. No significant change.

G. No significant change.

**6. JOINT VENTURES, PARTNERSHIPS, AND LIABILITY COMPANIES**

No significant change.

**7. INVESTMENT INCOME**

No significant change.

**8. DERIVATIVE INSTRUMENTS**

No significant change.

**9. INCOME TAXES**

No significant change.

**10. INFORMATION CONCERNING PARENT, SUBSIDIARY AND AFFILIATES**

No significant change.

**11. DEBT**

No significant change.

**12. RETIREMENT PLANS, DEFERRED COMPENSATION AND OTHER POSTRETIREMENT BENEFIT PLANS**

No significant change.

**13. CAPITAL SURPLUS, SHAREHOLDERS' DIVIDENDS RESTRICTIONS, AND QUASI-REORGANIZATIONS**

No significant change.

**14. CONTINGENCIES**

No significant change.

**15. LEASES**

No significant change.

**16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATION OF CREDIT RISK**

No significant change.

**17. SALE, TRANSFER, AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**

- A. The Company did not have any transfers of receivables reported as sales as of March 31, 2011 or December 31, 2010.
- B. The Company did not have any transfer and servicing of financial assets as of March 31, 2011 or December 31, 2010.
- C. No transactions involving wash sales of securities with a NAIC designation of 3 or below or unrated securities occurred during the three months and year ended March 31, 2011 or December 31, 2010, respectively.

**18. GAIN/LOSS TO THE REPORTING ENTITY FROM UNISURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS**

No significant change.

**19. DIRECT PREMIUMS WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS**

No significant change.

**20. FAIR VALUE MEASUREMENT**

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

*Level 1* — Quoted (unadjusted) prices for identical assets in active markets.

*Level 2* — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets



- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

*Level 3* — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at March 31, 2011 and December 31, 2010.

The Company does not have any financial assets with a fair value hierarchy of level 3.

## **21. OTHER ITEMS**

On October 26, 2010, the Articles of Incorporation of the Great Lakes Health Plan, Inc. were amended to change the name of the health plan to UnitedHealthcare of the Great Lakes Health Plan, Inc. This amendment was effective as of January 1, 2011.

## **22. EVENTS SUBSEQUENT**

No significant change.

**23. REINSURANCE**

No significant change.

**24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION**

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by the Center for Medicare and Medicaid Services (CMS). The formula is tiered and based on medical loss ratio. As of March 31, 2011, the amount of Part D premium subject to retrospective rating was approximately \$990 representing 0.46% of total net premiums written.

**25. CHANGE IN INCURRED AND CLAIM ADJUSTMENT EXPENSES**

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts and health care receivables at March 31, 2010 and December 31, 2010 (in thousands):

	2011		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (79,128)	\$ (79,128)
Paid claims	144,290	41,385	185,675
End of year claim reserve	60,523	3,574	64,097
Incurred claims excl healthcare rec	\$ 204,813	\$ (34,169)	\$ 170,644
End of year health care receivables	(656)	(145)	(801)
	<u>\$ 204,157</u>	<u>\$ (34,314)</u>	<u>\$ 169,843</u>
	2010		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (64,911)	\$ (64,911)
Paid claims	611,517	42,601	654,118
End of year claim reserve	65,796	13,332	79,128
Incurred claims	<u>\$ 677,313</u>	<u>\$ (8,978)</u>	<u>\$ 668,335</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts and health care receivables at March 31, 2011 and December 31, 2010, exceeded actual claims incurred through March 31, 2011 and December 31, 2010, respectively, related to prior years by approximately \$34,314 and \$8,979, respectively. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves of approximately \$21,945 and \$4,474 and GME.HRA reserve payments excluded from paid claims above of approximately \$12,369 and \$4,504, respectively. Included in this decrease, the Company experienced \$878 of favorable prior year claim

STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

development on retrospectively rated policies. However, the business to which it relates is subject to premium adjustments.

The Company incurred claims adjustment expenses (CAE) of approximately \$8,957 and \$33,084 for the three months ended and year ended March 31, 2011 and December 31, 2010, respectively. These costs are included in the management services fees paid by the Company to United HealthCare Services, Inc. as a part of its management agreement.

The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expense reserve as of March 31, 2011 and December 31, 2010 (in thousands):

	2011	2010
Total claims adjustment expenses incurred	\$ 8,957	\$ 33,084
Less current year unpaid claims adjustment expenses	946	935
Add prior year unpaid claims adjustment expenses	935	1,485
Total claims adjustment expenses paid	<u>\$ 8,946</u>	<u>\$ 33,634</u>

**26. INTERCOMPANY POOLING ARRANGEMENTS**

No significant change.

**27. STRUCTURED SETTLEMENTS**

No significant change.

**28. HEALTH CARE RECEIVABLES**

Pharmaceutical rebates receivable are recorded when reasonably estimated and/or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions and the applicable statutory guidance. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

The Company has excluded receivables that do not meet the admissibility criteria from the statutory basis financial statements.

Quarter	Estimated Pharmacy Rebates	Pharmacy Rebates as Invoiced/ Confirmed	Rebates Collected Within 90 Days of Invoicing/ Confirmation	Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Rebates Collected More than 181 Days of Invoicing/ Confirmation
March 31, 2011	\$ 532	\$ -	\$ -	\$ -	\$ -

Of the amount reported as health care and other receivables, \$532 and \$0 relates to pharmaceutical rebate receivables as of March 31, 2011 and December 31, 2010, respectively. The Company has entered into a Medicare Prescription Drug Benefit Administration Agreement with RxSolutions, Inc. as of January 1, 2011.

**29. PARTICIPATING POLICIES**

No significant change.

**30. PREMIUM DEFICIENCY RESERVES**

No significant change.

**31. ANTICIPATED SALVAGE AND SUBROGATION**

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? .....

Yes [ ☐ ] No [ ☒ ]
- 1.2

If yes, has the report been filed with the domiciliary state? .....

Yes [ ☐ ] No [ ☐ ]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? .....

Yes [ ☒ ] No [ ☐ ]
- 2.2

If yes, date of change: .....

01/01/2011
3.

Have there been any substantial changes in the organizational chart since the prior quarter end? .....

Yes [ ☒ ] No [ ☐ ]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? .....

Yes [ ☐ ] No [ ☒ ]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? .....

Yes [ ☐ ] No [ ☒ ] N/A [ ☐ ]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made. ....

12/31/2007
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....

12/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....

06/22/2009
- 6.4

By what department or departments?  
State of Michigan Office of Financial and Insurance Regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? .....

Yes [ ☒ ] No [ ☐ ] N/A [ ☐ ]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with? .....

Yes [ ☒ ] No [ ☐ ] N/A [ ☐ ]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? .....

Yes [ ☐ ] No [ ☒ ]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? .....

Yes [ ☐ ] No [ ☒ ]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms? .....

Yes [ ☒ ] No [ ☐ ]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank, Inc. ....	Salt Lake City, Utah .....				YES	

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes [ X ] No [ ]
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [ X ]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [ X ]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? .....

Yes [ ] No [ X ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount: .....

\$ .....

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [ ] No [ X ]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....

\$ .....
13.

Amount of real estate and mortgages held in short-term investments: .....

\$ .....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [ ] No [ X ]
- 14.2

If yes, please complete the following:
- |       |   | 1   | 2  |
|-------|---|---|--|
|       |   | Prior Year-End<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>Carrying Value |
| 14.21 | Bonds .....   | \$ .....0   | \$ .....   |
| 14.22 | Preferred Stock .....   | \$ .....0   | \$ .....   |
| 14.23 | Common Stock .....  | \$ .....0   | \$ .....   |
| 14.24 | Short-Term Investments .....  | \$ .....0   | \$ .....   |
| 14.25 | Mortgage Loans on Real Estate .....   | \$ .....0   | \$ .....   |
| 14.26 | All Other .....   | \$ .....0   | \$ .....   |
| 14.27 | Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$ .....0   | \$ .....0  |
| 14.28 | Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$ .....  | \$ .....   |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [ ] No [ X ]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes [ ] No [ ]

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [ X ] No [ ]
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank .....	801 Pennsylvania Avenue, Kansas City, MO 64105 .....
Bank of New York Mellon .....	Global Liquidity Services, 1 Wall Street, 14th Floor, New York, NY 10286 .....

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? ..... Yes [ ] No [ X ]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
106595 .....	Wellington Company, LLP .....	75 State Street Bank, Boston, MA 02109 .....
0 .....	Internally Managed .....	0 .....

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? ..... Yes [ X ] No [ ]
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

82.4 %
- 1.2 A&H cost containment percent

3.7 %
- 1.3 A&H expense percent excluding cost containment expenses

13.1 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [ ] No [ X ]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [ ] No [ X ]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$



STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

## SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2  Federal ID Number	3  Effective Date	4   Name of Reinsurer	5   Domiciliary Jurisdiction	6  Type of Reinsurance Ceded	7  Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

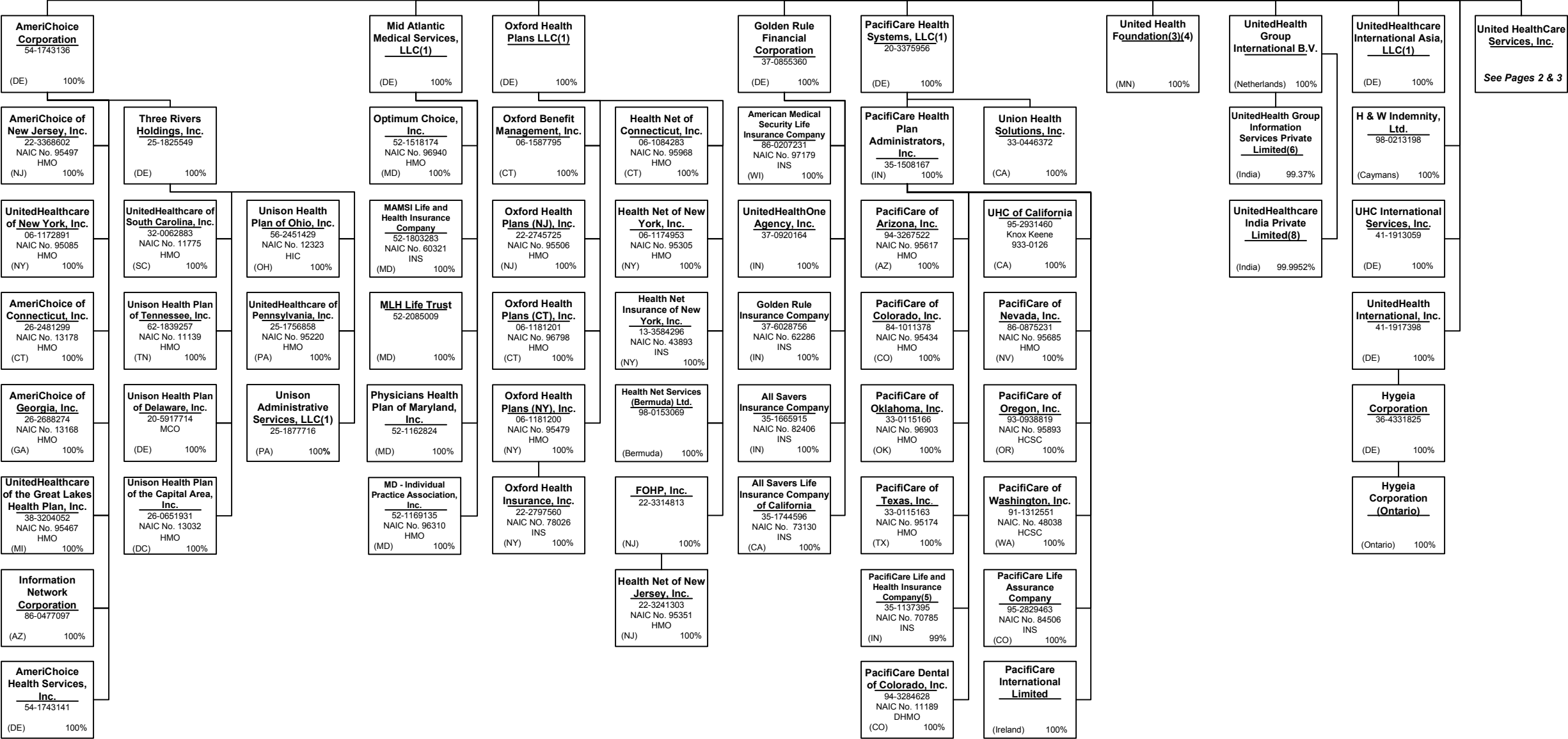
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama .....	AL	N						0	
2.	Alaska .....	AK	N						0	
3.	Arizona .....	AZ	N						0	
4.	Arkansas .....	AR	N						0	
5.	California .....	CA	N						0	
6.	Colorado .....	CO	N						0	
7.	Connecticut .....	CT	N						0	
8.	Delaware .....	DE	N						0	
9.	District of Columbia ..	DC	N						0	
10.	Florida .....	FL	N						0	
11.	Georgia .....	GA	N						0	
12.	Hawaii .....	HI	N						0	
13.	Idaho .....	ID	N						0	
14.	Illinois .....	IL	N						0	
15.	Indiana .....	IN	N						0	
16.	Iowa .....	IA	N						0	
17.	Kansas .....	KS	N						0	
18.	Kentucky .....	KY	N						0	
19.	Louisiana .....	LA	N						0	
20.	Maine .....	ME	N						0	
21.	Maryland .....	MD	N						0	
22.	Massachusetts .....	MA	N						0	
23.	Michigan .....	MI	L	6,863,284	209,370,389				216,233,673	
24.	Minnesota .....	MN	N						0	
25.	Mississippi .....	MS	N						0	
26.	Missouri .....	MO	N						0	
27.	Montana .....	MT	N						0	
28.	Nebraska .....	NE	N						0	
29.	Nevada .....	NV	N						0	
30.	New Hampshire .....	NH	N						0	
31.	New Jersey .....	NJ	N						0	
32.	New Mexico .....	NM	N						0	
33.	New York .....	NY	N						0	
34.	North Carolina .....	NC	N						0	
35.	North Dakota .....	ND	N						0	
36.	Ohio .....	OH	N						0	
37.	Oklahoma .....	OK	N						0	
38.	Oregon .....	OR	N						0	
39.	Pennsylvania .....	PA	N						0	
40.	Rhode Island .....	RI	N						0	
41.	South Carolina .....	SC	N						0	
42.	South Dakota .....	SD	N						0	
43.	Tennessee .....	TN	N						0	
44.	Texas .....	TX	N						0	
45.	Utah .....	UT	N						0	
46.	Vermont .....	VT	N						0	
47.	Virginia .....	VA	N						0	
48.	Washington .....	WA	N						0	
49.	West Virginia .....	WV	N						0	
50.	Wisconsin .....	WI	N						0	
51.	Wyoming .....	WY	N						0	
52.	American Samoa .....	AS	N						0	
53.	Guam .....	GU	N						0	
54.	Puerto Rico .....	PR	N						0	
55.	U.S. Virgin Islands ...	VI	N						0	
56.	Northern Mariana Islands .....	MP	N						0	
57.	Canada .....	CN	N						0	
58.	Aggregate Other Aliens .....	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal .....	XXX	0	6,863,284	209,370,389	0	0	0	216,233,673	0
60.	Reporting Entity Contributions for Employee Benefit Plans .....	XXX							0	
61.	Totals (Direct Business)	(a) 1	0	6,863,284	209,370,389	0	0	0	216,233,673	0
DETAILS OF WRITE-INS										
5801.	.....	XXX								
5802.	.....	XXX								
5803.	.....	XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.  
(a) Insert the number of L responses except for Canada and Other Alien.  
All premiums written within the State of Michigan

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

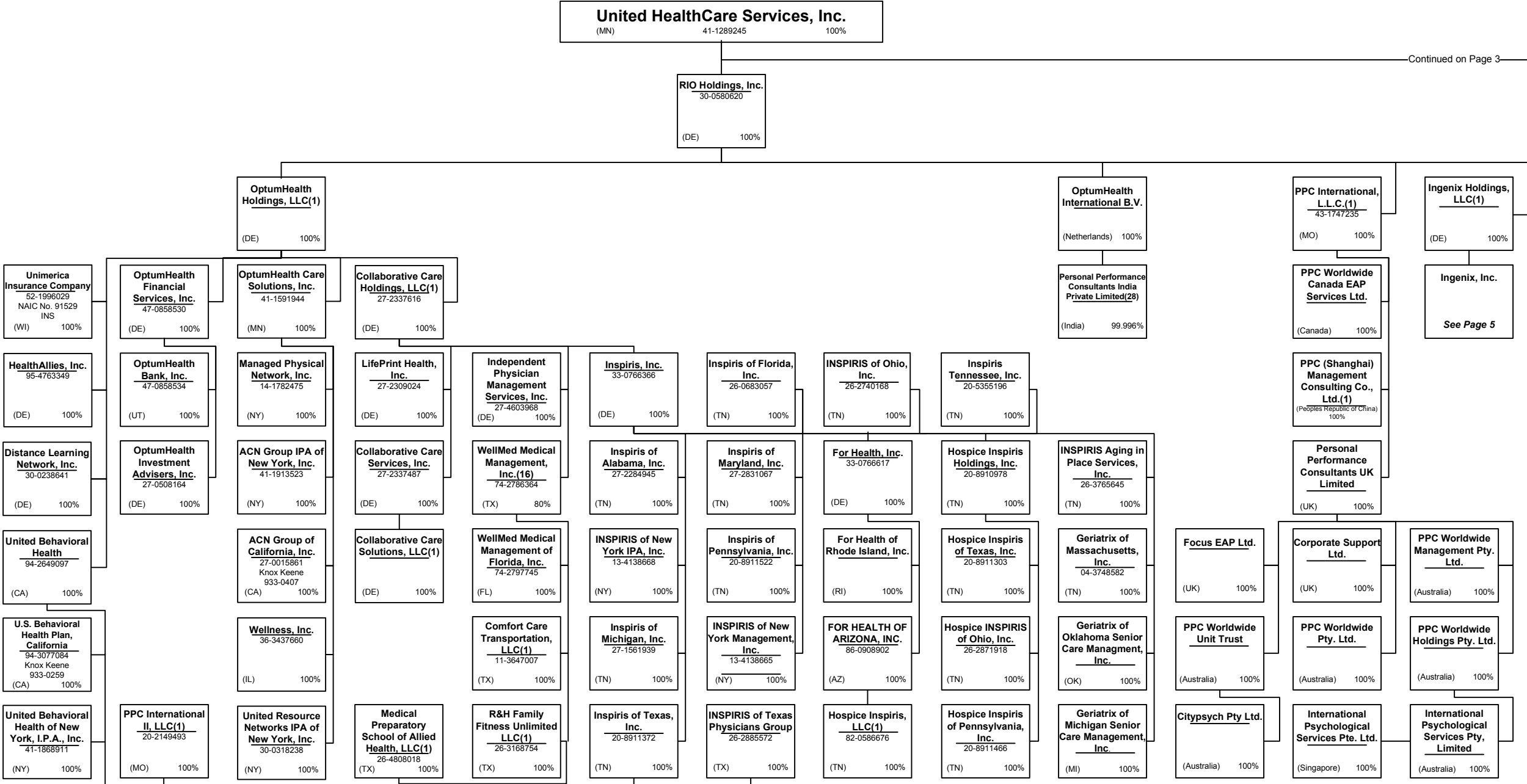
UnitedHealth Group Incorporated  
(MN) 41-1321939



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

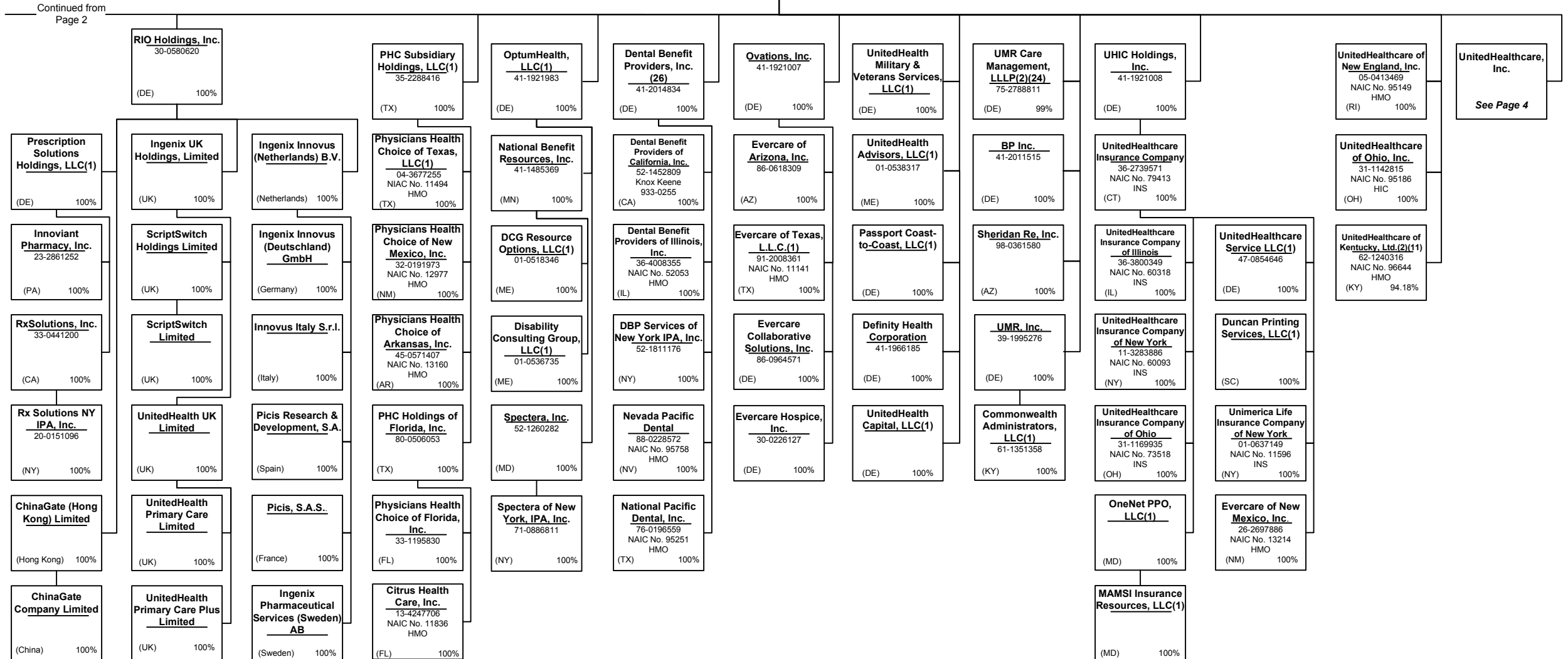
PART 1 - ORGANIZATIONAL CHART

15.1



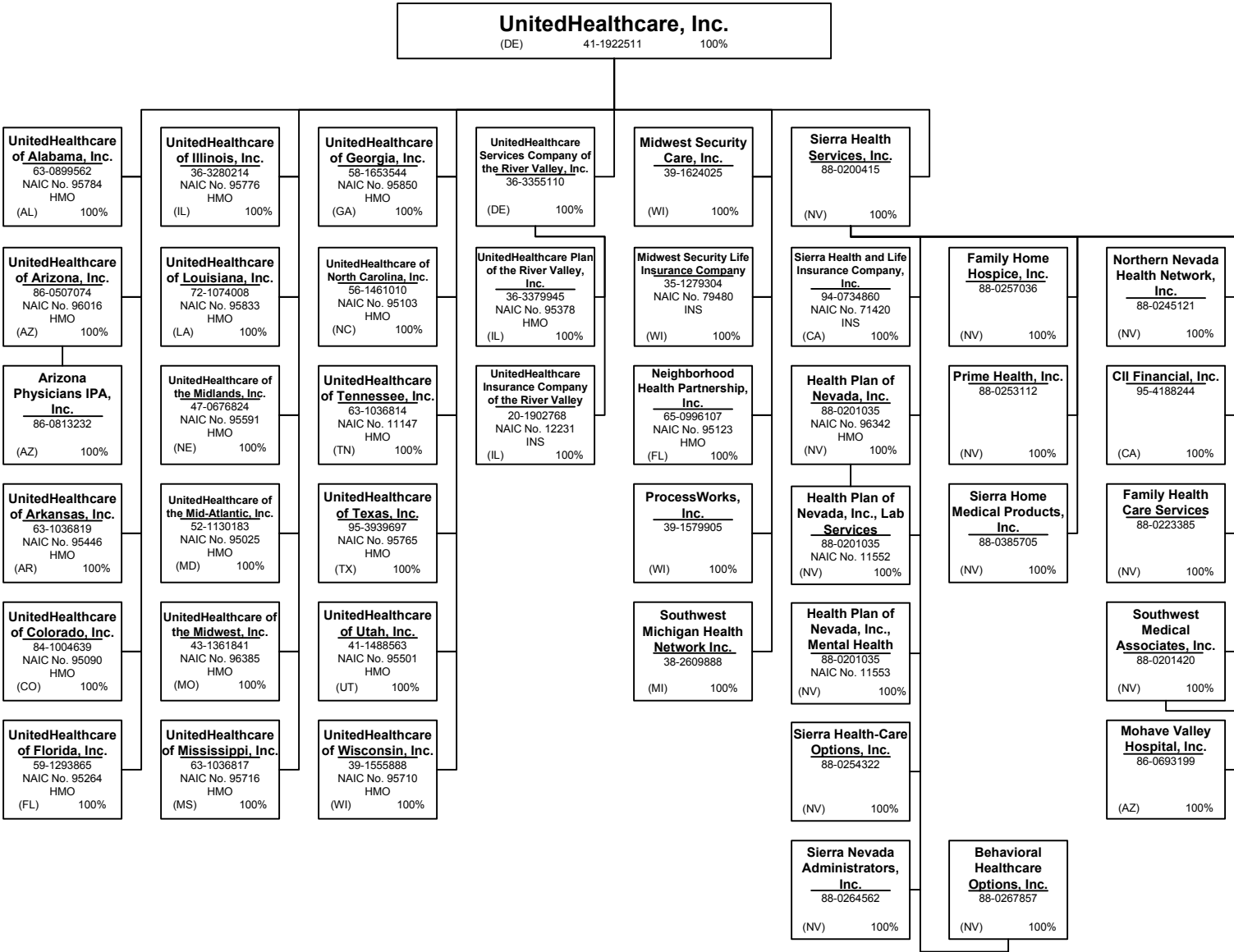
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## PART 1 - ORGANIZATIONAL CHART



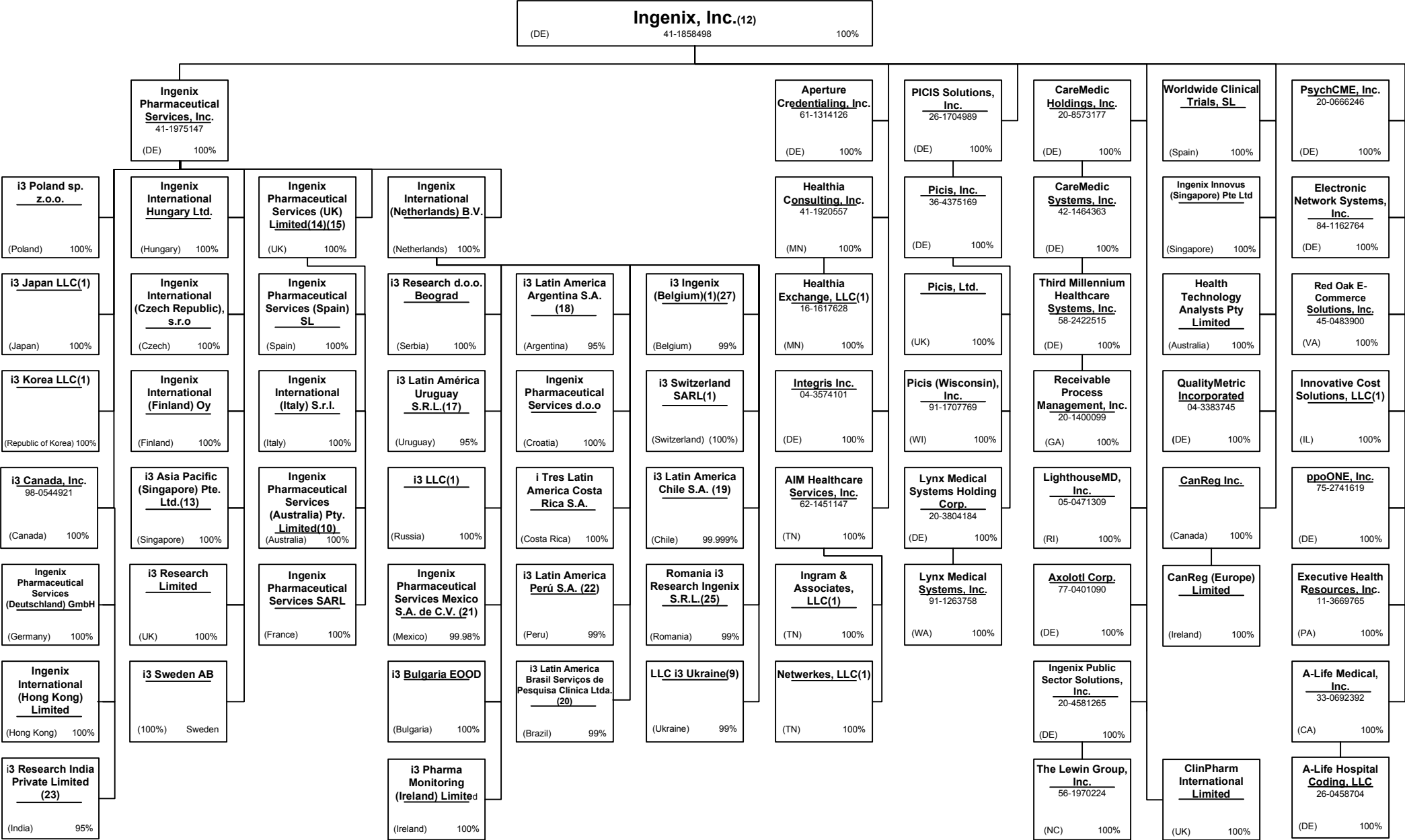
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

(4) Control of the Foundation is based on sole membership, not the ownership of voting securities

(5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC

(6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.

(7) Placeholder

(8) United Healthcare India (Private) Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.

(9) LLC i3 Ukraine is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(10) Established a branch, Ingenix Pharmaceutical Services, (Australia) Pty Limited, in New Zealand.

(11) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.

(12) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.

(13) Established a branch, Asia Pacific (Singapore) Pte. Ltd. – Taipei Branch, located in Taiwan.

(14) Established a branch, Ingenix Pharmaceutical Services (UK) Limited – South Africa Operations, located in South Africa.

(15) Established a branch, Ingenix Pharmaceutical Services (UK) Limited – Representative Office in the Republic of Croatia.

(16) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.

(17) i3 Latin América Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

(20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..

(22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.

(23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.

(24) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)

(25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited

(26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.

(27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(28) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Current year change in encumbrances .....		
4. Total gain (loss) on disposals .....		
5. Deduct amounts received on disposals .....		
6. Total foreign exchange change in book/adjusted carrying value .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....		
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....		
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and depreciation .....		
9. Total foreign exchange change in book/adjusted carrying value .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	41,826,286	25,345,816
2. Cost of bonds and stocks acquired .....	6,761,776	22,143,708
3. Accrual of discount .....	6,020	26,961
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	149,800	154,256
6. Deduct consideration for bonds and stocks disposed of .....	6,256,265	5,588,543
7. Deduct amortization of premium .....	138,547	253,292
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	2,620
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	42,349,070	41,826,286
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	42,349,070	41,826,286

STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a) .....	144,093,527	374,570,085	384,411,193	(339,546)	133,912,873	0	0	144,093,527
2. Class 2 (a) .....	2,968,599	603,441	374,969	143,774	3,340,845	0	0	2,968,599
3. Class 3 (a) .....	0	0	0	0	0	0	0	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	147,062,126	375,173,526	384,786,162	(195,772)	137,253,718	0	0	147,062,126
PREFERRED STOCK								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	147,062,126	375,173,526	384,786,162	(195,772)	137,253,718	0	0	147,062,126

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ .....46,242,853 ; NAIC 2 \$ .....2,085,143 ; NAIC 3 \$ .....0 ;  
NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	88,844,669	XXX	88,168,512	187,176	29,396

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	99,234,787	76,752,623
2. Cost of short-term investments acquired .....	210,243,727	944,058,540
3. Accrual of discount .....	3,650	2,743
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	506
6. Deduct consideration received on disposals .....	220,394,702	921,336,500
7. Deduct amortization of premium .....	242,793	243,125
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	88,844,669	99,234,787
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	88,844,669	99,234,787

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards  
**N O N E**

Schedule DB - Part B - Verification - Futures Contracts  
**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open  
**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open  
**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives  
**N O N E**

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	6,001,059	0
2. Cost of cash equivalents acquired .....	158,342,991	1,320,383,675
3. Accrual of discount .....	1,041	10,474
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	158,285,000	1,314,391,000
7. Deduct amortization of premium .....	97	2,090
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	6,059,994	6,001,059
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,059,994	6,001,059

Schedule A - Part 2 - Real Estate Acquired and Additions Made  
**N O N E**

Schedule A - Part 3 - Real Estate Disposed  
**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired  
**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid  
**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired  
**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid  
**N O N E**



STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
373384-PP-5 .....	GA State GO Non Call 5.000% 07/01/21 .....		..03/01/2011 .....	Merrill Lynch .....		588,205 .....	500,000 .....	4,375 .....	1FE .....
57582P-VN-7 .....	MA State Rev Bond Non Call 5.000% 06/01/20 .....		..03/01/2011 .....	Morgan Keegan .....		405,503 .....	350,000 .....	4,521 .....	1FE .....
83710D-5A-2 .....	SC St GO Non Call 5.000% 03/01/22 .....		..03/03/2011 .....	National Financial Services Co .....		580,760 .....	500,000 .....	486 .....	1FE .....
1799999. Bonds - U.S. States, Territories and Possessions						1,574,468	1,350,000	9,382	XXX
017343-DK-7 .....	Allegheny Cnty PA Port Auth Rev Bond Non Call 5.250% 03/01/21 .....		..02/16/2011 .....	RBC Capital Markets .....		690,521 .....	650,000 .....	.0 .....	1FE .....
3138A1-J9-3 .....	FNMA Pool AH0287 MBS 3.500% 12/01/25 .....		..10/25/2010 .....	JP Morgan Chase .....		26,739 .....	25,940 .....	.38 .....	1 .....
3138A4-5S-0 .....	FNMA Pool AH3556 MBS 3.500% 02/01/26 .....		..02/22/2011 .....	UBS Financial Services .....		65,170 .....	65,282 .....	.95 .....	1 .....
3138A4-C7-8 .....	FNMA Pool AH2793 MBS 3.500% 01/01/26 .....		..10/25/2010 .....	JP Morgan Chase .....		1,281,818 .....	1,243,493 .....	1,813 .....	1 .....
3138A7-GY-8 .....	FNMA Pool AH5614 MBS 3.500% 02/01/26 .....		..02/22/2011 .....	UBS Financial Services .....		430,936 .....	431,745 .....	.630 .....	1 .....
31419F-ZL-9 .....	FNMA Pool AE5278 MBS 3.500% 08/01/25 .....		..10/25/2010 .....	JP Morgan Chase .....		31,510 .....	30,568 .....	.45 .....	1 .....
592646-V7-5 .....	Metro Wash DC Arpt Rev Bond Cont Call 5.000% 10/01/22 .....		..03/02/2011 .....	KEYBANC CAP/ McDonald .....		513,095 .....	500,000 .....	10,833 .....	1FE .....
645918-B6-9 .....	NJ St Economic Dev Rev Bond Non Call 5.000% 09/01/20 .....		..03/01/2011 .....	Merrill Lynch .....		523,070 .....	500,000 .....	833 .....	1FE .....
3199999. Bonds - U.S. Special Revenues						3,562,859	3,447,028	14,287	XXX
03523T-BD-9 .....	Anheuser Busch InBev Corp Note MW 85BP 7.200% 01/15/14 .....		..03/17/2011 .....	Tax Free Exchange .....		174,969 .....	175,000 .....	2,170 .....	2FE .....
06051G-EF-2 .....	Bank of America Note Non Call 1.724% 01/30/14 .....		..01/26/2011 .....	Bank of America Sec .....		105,000 .....	105,000 .....	.0 .....	1FE .....
46625H-HX-1 .....	JP Morgan Chase Corp Note Non Call 3.450% 03/01/16 .....		..02/17/2011 .....	Chase Securities .....		134,722 .....	135,000 .....	.0 .....	1FE .....
61747W-AD-1 .....	Morgan Stanley Corp Note Non Call 2.875% 01/24/14 .....		..01/20/2011 .....	Morgan Stanley .....		134,804 .....	135,000 .....	.0 .....	1FE .....
883556-AY-8 .....	Thermo Fisher Corp Note MW 15BP 3.200% 03/01/16 .....		..02/14/2011 .....	Chase Securities .....		74,954 .....	75,000 .....	.0 .....	1FE .....
63306V-T3-4 .....	National Bank of Canada Disc Comm Paper 0.000% 02/03/12 .....	F .....	..02/02/2011 .....	JP Morgan Chase .....		1,000,000 .....	1,000,000 .....	.0 .....	1 .....
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						1,624,449	1,625,000	2,170	XXX
8399997. Total - Bonds - Part 3						6,761,776	6,422,028	25,839	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						6,761,776	6,422,028	25,839	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						6,761,776	XXX	25,839	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
246380-T5-8	DE St GO Non Call 5.000% 03/01/12		03/03/2011	KEYBANC CAP/ McDonald		1,045,000	1,000,000	1,076,210	1,024,633	.0	(3,562)	.0	(3,562)	.0	1,021,071	.0	23,929	23,929	25,417	03/01/2012	1FE
1799999	Bonds - U.S. States, Territories and Possessions					1,045,000	1,000,000	1,076,210	1,024,633	0	(3,562)	0	(3,562)	0	1,021,071	0	23,929	23,929	25,417	XXX	XXX
548746-CK-0	Lowndes Cnty GA Sch GO Non Call 5.000% 02/01/12		03/03/2011	KEYBANC CAP/ McDonald		779,790	.750,000	.790,838	.760,965	.0	(1,691)	.0	(1,691)	.0	.759,274	.0	20,516	20,516	22,188	02/01/2012	1FE
2499999	Bonds - U.S. Political Subdivisions of States, Territories and Possessions					779,790	.750,000	.790,838	.760,965	0	(1,691)	0	(1,691)	0	.759,274	0	20,516	20,516	22,188	XXX	XXX
01F032-4C-5	FNMA Pool 606 MBS TBA 3.500% 12/01/25		01/01/2011	JP Morgan Chase		1,340,066	1,300,000	1,340,066	1,339,759	.0	.307	.0	.307	.0	1,340,066	.0	.0	.0	.0	12/01/2025	1
059134-CG-9	Baltimore Cnty MD Rev Bond Non Call 5.000% 06/01/14		02/11/2011	First Union/Wachovia		443,156	.400,000	.427,636	.414,196	.0	(.495)	.0	(.495)	.0	.413,702	.0	29,454	29,454	4,167	06/01/2014	1FE
194653-EX-5	Collier Cnty FL Sch Brd Rev Bond Call Prfd 5.375% 02/15/18		03/03/2011	Mesirow Cap Inc		522,500	.500,000	.536,460	.509,006	.0	(1,332)	.0	(1,332)	.0	.507,674	.0	14,826	14,826	14,856	02/15/2018	1FE
3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		01/01/2011	Paydown		22,927	.22,927	.23,460	.23,437	.0	(.511)	.0	(.511)	.0	22,927	.0	.0	.0	.86	03/01/2024	1
3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		02/01/2011	Paydown		11,182	.11,182	.11,442	.11,431	.0	(.249)	.0	(.249)	.0	11,182	.0	.0	.0	.84	03/01/2024	1
3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		03/01/2011	Paydown		7,416	.7,416	.7,589	.7,581	.0	(.165)	.0	(.165)	.0	7,416	.0	.0	.0	.83	03/01/2024	1
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		01/01/2011	Paydown		69,099	.69,099	.69,170	.69,159	.0	(.59)	.0	(.59)	.0	69,099	.0	.0	.0	.288	01/01/2023	1
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		02/01/2011	Paydown		2,030	.2,030	.2,032	.2,032	.0	(.2)	.0	(.2)	.0	2,030	.0	.0	.0	.17	01/01/2023	1
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		03/01/2011	Paydown		18,941	.18,941	.18,960	.18,957	.0	(.16)	.0	(.16)	.0	18,941	.0	.0	.0	.237	01/01/2023	1
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		01/01/2011	Paydown		339	.339	.345	.343	.0	(.4)	.0	(.4)	.0	339	.0	.0	.0	.2	05/01/2016	1
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		02/01/2011	Paydown		339	.339	.344	.342	.0	(.4)	.0	(.4)	.0	339	.0	.0	.0	.3	05/01/2016	1
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		03/01/2011	Paydown		342	.342	.347	.345	.0	(.4)	.0	(.4)	.0	342	.0	.0	.0	.5	05/01/2016	1
3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		01/01/2011	Paydown		115	.115	.119	.119	.0	(.4)	.0	(.4)	.0	115	.0	.0	.0	.0	12/01/2025	1
3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		02/01/2011	Paydown		109	.109	.113	.113	.0	(.3)	.0	(.3)	.0	109	.0	.0	.0	.1	12/01/2025	1
3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		03/01/2011	Paydown		132	.132	.136	.136	.0	(.4)	.0	(.4)	.0	132	.0	.0	.0	.1	12/01/2025	1
3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		01/01/2011	Paydown		5,135	.5,135	.5,293	.5,293	.0	(.158)	.0	(.158)	.0	5,135	.0	.0	.0	.15	01/01/2026	1
3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		02/01/2011	Paydown		6,059	.6,059	.6,246	.6,246	.0	(.187)	.0	(.187)	.0	6,059	.0	.0	.0	.35	01/01/2026	1
3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		03/01/2011	Paydown		7,785	.7,785	.8,025	.8,025	.0	(.240)	.0	(.240)	.0	7,785	.0	.0	.0	.68	01/01/2026	1
31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		01/01/2011	Paydown		2,526	.2,526	.2,634	.2,623	.0	(.97)	.0	(.97)	.0	2,526	.0	.0	.0	.11	05/01/2023	1
31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		02/01/2011	Paydown		60,202	.60,202	.62,777	.62,507	.0	(2,305)	.0	(2,305)	.0	60,202	.0	.0	.0	.502	05/01/2023	1
31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		03/01/2011	Paydown		1,942	.2,016	.2,025	.2,016	.0	(.74)	.0	(.74)	.0	1,942	.0	.0	.0	.24	05/01/2023	1
31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		01/01/2011	Paydown		891	.891	.929	.927	.0	(.36)	.0	(.36)	.0	891	.0	.0	.0	.4	12/01/2021	1
31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		02/01/2011	Paydown		946	.946	.986	.986	.0	(.38)	.0	(.38)	.0	946	.0	.0	.0	.8	12/01/2021	1
31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		03/01/2011	Paydown		132	.132	.138	.138	.0	(.5)	.0	(.5)	.0	132	.0	.0	.0	.2	12/01/2021	1
31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		01/01/2011	Paydown		175	.175	.177	.177	.0	(.2)	.0	(.2)	.0	175	.0	.0	.0	.1	01/01/2022	1
31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		02/01/2011	Paydown		203	.203	.206	.205	.0	(.2)	.0	(.2)	.0	203	.0	.0	.0	.2	01/01/2022	1
31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		03/01/2011	Paydown		4,159	.4,159	.4,228	.4,209	.0	(.49)	.0	(.49)	.0	4,159	.0	.0	.0	.62	01/01/2022	1
31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		01/01/2011	Paydown		182	.182	.188	.188	.0	(.6)	.0	(.6)	.0	182	.0	.0	.0	.1	08/01/2025	1
31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		02/01/2011	Paydown		183	.183	.189	.189	.0	(.6)	.0	(.6)	.0	183	.0	.0	.0	.1	08/01/2025	1
31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		03/01/2011	Paydown		184	.184	.189	.189	.0	(.6)	.0	(.6)	.0	184	.0	.0	.0	.2	08/01/2025	1
60636X-E2-5	MO St Hsg Dev Comm Sgl Rev Bond Call Sink 5.050% 03/01/38		02/01/2011	Call 100.0000		10,000	10,000	10,438	10,358	.0	(.358)	.0	(.358)	.0	10,000	.0	.0	.0	210	03/01/2038	1FE
60636X-E2-5	MO St Hsg Dev Comm Sgl Rev Bond Call Sink 5.050% 03/01/38		03/01/2011	Call 100.0000		5,000	5,000	5,219	5,179	.0	(.179)	.0	(.179)	.0	5,000	.0	.0	.0	126	03/01/2038	1FE
67755C-TC-3	OH St Bldg Auth Rev Bond Non Call 5.000% 04/01/12		03/03/2011	TD Securities		522,490	.500,000	.528,710	.507,774	.0	(1,038)	.0	(1,038)	.0	.506,736	.0	15,754	15,754	10,625	04/01/2012	1FE
815698-BF-1	Sedgwick & Shawnee Cntys KS Rev Bond Cont Call Sink 5.875% 06/01/39		02/01/2011	Call 100.0000		15,000	15,000	15,927	15,781	.0	(.781)	.0	(.781)	.0	15,000	.0	.0	.0	147	06/01/2039	1FE
837147-VZ-7	SC Pub SVC Auth Rev Bond Cont Call 5.000% 01/01/14		03/03/2011	Stifel Nicolaus & Co.		523,095	.500,000	.530,285	.510,747	.0	(.975)	.0	(.975)	.0	.509,772	.0	13,323	13,323	16,875	01/01/2014	1FE
3199999	Bonds - U.S. Special Revenues					3,604,982	3,453,675	3,623,029	3,520,213	0	(9,087)	0	(9,087)	0	3,531,625	0	73,357	73,357	48,551	XXX	XXX
03523T-AA-6	Anheuser Busch Inbev Note MW 85BP Prv Plc 7.200% 01/15/14		03/17/2011	Tax Free Exchange		174,969	.175,000	.174,948	.174,967	.0	.2	.0	.2	.0	.174,969	.0	.0	.0	8,470	01/15/2014	2FE
224044-BD-8	Cox Communication Corp Note Cont Call 6.750% 03/15/11		03/15/2011	Maturity		150,000	.150,000	.154,898	.150,292	.0	(.292)	.0	(.292)	.0	.150,000	.0	.0	.0	5,063	03/15/2011	2FE
854403-AA-0	Stanford University Corp Note MW 30BP 3.625% 05/01/14		02/24/2011	Barclays Group Inc.		95,360	.90,000	.89,906	.89,935	.0	.3	.0	.3	.0	.89,938	.0	5,422	5,422	1,060	05/01/2014	1FE
911312-AG-1	UPS Corp Note Cont Call 4.500% 01/15/13		02/04/2011	Goldman Sachs		240,300	.225,000	.224,044	.224,584	.0	.21	.0	.21	.0	.224,605	.0	15,695	15,695	5,738	01/15/2013	1FE
927804-FD-1	VA Electric Corp Note Cont Call 5.100% 11/30/12		02/24/2011	KEYBANC CAP/ McDonald		165,864	.155,000	.154,947	.154,978	.0	.2	.0	.2	.0	.154,980	.0	10,884	10,884	1,998	11/30/2012	1FE

STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						826,493	795,000	798,743	794,756	0	(264)	0	(264)	0	794,492	0	32,001	32,001	22,329	XXX	XXX
8399997. Total - Bonds - Part 4						6,256,265	5,998,675	6,288,820	6,100,567	0	(14,604)	0	(14,604)	0	6,106,462	0	149,803	149,803	118,485	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						6,256,265	5,998,675	6,288,820	6,100,567	0	(14,604)	0	(14,604)	0	6,106,462	0	149,803	149,803	118,485	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						6,256,265	XXX	6,288,820	6,100,567	0	(14,604)	0	(14,604)	0	6,106,462	0	149,803	149,803	118,485	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned  
**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned  
**N O N E**

STATEMENT AS OF MARCH 31, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

## SCHEDULE E - PART 1 - CASH

### Month End Depository Balances

[illegible]

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]